

RECEIVED

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD

APPLICATION FOR PERMIT 01/2017 Edition

OCT 16 2018

ORIGINAL

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
HEALTH FACILITIES & SERVICES REVIEW BOARD
APPLICATION FOR EXEMPTION PERMIT
SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

Facility Name: NxStage Oak Brook*		
Street Address: 1600 W. 16 th Street		
City and Zip Code: Oak Brook 60521		
County: DuPage	Health Service Area 7	Health Planning Area:

*Facility will do business as Fresenius Kidney Care Oak Brook after the merger.

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name: Fresenius Medical Care Holdings, Inc.
Street Address: 920 Winter Street
City and Zip Code: Waltham, MA 02451
Name of Registered Agent: CT Systems
Registered Agent Street Address: 208 S. LaSalle Street, Suite 814
Registered Agent City and Zip Code: Chicago, IL 60604
Name of Chief Executive Officer: Bill Valle
CEO Street Address: 820 Winter Street
CEO City and Zip Code: Waltham, MA 02451
CEO Telephone Number: 888-858-6182

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership
<input checked="" type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Other
<ul style="list-style-type: none">Corporations and limited liability companies must provide an Illinois certificate of good standing.Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.	
APPEND DOCUMENTATION AS ATTACHMENT 1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

Primary Contact [Person to receive ALL correspondence or inquiries]

Name: Lori Wright
Title: Senior CON Specialist
Company Name: Fresenius Medical Care North America
Address: 3500 Lacey Road, Suite 900, Downers Grove, IL 60515
Telephone Number: 630-960-6807
E-mail Address: lori.wright@fmc-na.com
Fax Number: 630-960-6812

Additional Contact [Person who is also authorized to discuss the application for exemption permit]

Name: Coleen Muldoon
Title: Regional Vice President
Company Name: Fresenius Medical Care North America
Address: 3500 Lacey Road, Suite 900, Downers Grove, IL 60515
Telephone Number: 630-960-6706
E-mail Address: coleen.muldoon@fmc-na.com
Fax Number: 630-960-6812

Facility/Project Identification

Facility Name: NxStage Oak Brook*			
Street Address: 1600 W. 16 th Street			
City and Zip Code: Oak Brook 60521			
County: DuPage	Health Service Area	7	Health Planning Area:

*Facility will do business as Fresenius Kidney Care Oak Brook after the merger.

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name: NxStage Oak Brook, LLC	
Street Address: 350 Merrimack Street	
City and Zip Code: Lawrence, MA 01843	
Name of Registered Agent: CT Corporation	
Registered Agent Street Address: 208 S. LaSalle Street, Suite 814	
Registered Agent City and Zip Code: Chicago, IL 60604	
Name of Chief Executive Officer: Jeffrey H. Burbank	
CEO Street Address: 350 Merrimack Street	
CEO City and Zip Code: Lawrence, MA 01843	
CEO Telephone Number: 978-687-4704	

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental
<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Other

- o Corporations and limited liability companies must provide an Illinois certificate of good standing.
- o Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.

APPEND DOCUMENTATION AS ATTACHMENT 1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

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Address: 3500 Lacey Road, Suite 900, Downers Grove, IL 60515
Telephone Number: 630-960-6706
E-mail Address: coleen.muldoon@fmc-na.com
Fax Number: 630-960-6812

Post Exemption Permit Contact

[Person to receive all correspondence subsequent to permit issuance-**THIS PERSON MUST BE EMPLOYED BY THE LICENSED HEALTH CARE FACILITY AS DEFINED AT 20 ILCS 3960**]

Name: Lori Wright
Title: Senior CON Specialist
Company Name: Fresenius Medical Care North America
Address: 3500 Lacey Road, Suite 900, Downers Grove, IL 60515
Telephone Number: 630-960-6807
E-mail Address: lori.wright@fmc-na.com
Fax Number: 630-960-6812

Site Ownership

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: Oaks Improvement, LLC
Address of Site Owner: c/o DLC Management Corp. 580 White Plains Road, Tarrytown, NY 10591
Street Address or Legal Description of the Site: 1600 W. 16 th Street, Oak Brook, IL 60521
Proof of ownership or control of the site is to be provided as Attachment 2. Examples of proof of ownership are property tax statements, tax assessor's documentation, deed, notarized statement of the corporation attesting to ownership, an option to lease, a letter of intent to lease, or a lease.

APPEND DOCUMENTATION AS ATTACHMENT 2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Operating Identity/Licensee

[Provide this information for each applicable facility and insert after this page.]

Exact Legal Name: NxStage Oak Brook, LLC d/b/a NxStage Oak Brook*			
Address: 920 Winter Street, Waltham, MA 02451			
<input type="checkbox"/>	Non-profit Corporation	<input type="checkbox"/>	Partnership
<input type="checkbox"/>	For-profit Corporation	<input type="checkbox"/>	Governmental
<input checked="" type="checkbox"/>	Limited Liability Company	<input type="checkbox"/>	Sole Proprietorship
		<input type="checkbox"/>	Other
<ul style="list-style-type: none"> o Corporations and limited liability companies must provide an Illinois Certificate of Good Standing. o Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner. o Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership. 			
APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.			

*Facility will do business as Fresenius Kidney Care Oak Brook after the merger.

Organizational Relationships

Provide (for each applicant) an organizational chart containing the name and relationship of any person or entity who is related (as defined in Part 1130.140). If the related person or entity is participating in the development or funding of the project, describe the interest and the amount and type of any financial contribution.

APPEND DOCUMENTATION AS ATTACHMENT 4, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Flood Plain Requirements

[Refer to application instructions.]

NOT APPLICABLE

Provide documentation that the project complies with the requirements of Illinois Executive Order #2006-5 pertaining to construction activities in special flood hazard areas. As part of the flood plain requirements, please provide a map of the proposed project location showing any identified floodplain areas. Floodplain maps can be printed at www.FEMA.gov or www.illinoisfloodmaps.org. This map must be in a readable format. In addition, please provide a statement attesting that the project complies with the requirements of Illinois Executive Order #2006-5 ([http:// www.illinois.gov/sites/hfsrb](http://www.illinois.gov/sites/hfsrb)).

APPEND DOCUMENTATION AS ATTACHMENT 5, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Historic Resources Preservation Act Requirements

[Refer to application instructions.]

NOT APPLICABLE

Provide documentation regarding compliance with the requirements of the Historic Resources Preservation Act.

APPEND DOCUMENTATION AS ATTACHMENT 6, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

DESCRIPTION OF PROJECT**1. Project Classification**

[Check those applicable - refer to Part 1110.40 and Part 1120.20(b)]

Part 1110 Classification:

- ☒ Change of Ownership
- ☐ Discontinuation of an Existing Health Care Facility
o or of a category of service
- ☐ Establishment or expansion of a neonatal intensive
c care or beds

2. Narrative Description

In the space below, provide a brief narrative description of the project. Explain **WHAT** is to be done in **State Board defined terms**, **NOT WHY** it is being done. If the project site does NOT have a street address, include a legal description of the site. Include the rationale regarding the project's classification as substantive or non-substantive.

Fresenius Medical Care Holdings, Inc. intends to acquire all the outstanding shares of NxStage Medical, Inc. via a merger of its wholly-owned subsidiary, Broadway Renal Services, Inc., with and into NxStage Medical, Inc. NxStage Medical, Inc. is a leading medical device technology company that also operates a small number of dialysis clinics in several states. NxStage Medical, Inc., is the indirect owner of 51% of the equity interest of NxStage Oak Brook, LLC. After the consummation of the merger, Fresenius Medical Care Holdings, Inc. will be the indirect owner of 51% of the equity interest of NxStage Oak Brook, LLC. Closing of the transaction is subject to and contingent upon receipt of regulatory approvals and other customary closing conditions, as described in more detail in the summary of terms attached hereto.

Related Project Costs

Provide the following information, as applicable, with respect to any land related to the project that will be or has been acquired during the last two calendar years:

Land acquisition is related to project <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Purchase Price: \$ _____ Fair Market Value: \$ _____	NOT APPLICABLE
The project involves the establishment of a new facility or a new category of service <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If yes, provide the dollar amount of all non-capitalized operating start-up costs (including operating deficits through the first full fiscal year when the project achieves or exceeds the target utilization specified in Part 1100. Estimated start-up costs and operating deficit cost is \$ <u>N/A</u>	

Project Status and Completion Schedules

For facilities in which prior permits have been issued please provide the permit numbers.

Indicate the stage of the project's architectural drawings:

- ☒ None or not applicable
 ☐ Preliminary
☐ Schematics
 ☐ Final Working

Anticipated project completion date (refer to Part 1130.140): December 31, 2018

Indicate the following with respect to project expenditures or to financial commitments (refer to Part 1130.140):

- ☐ Purchase orders, leases or contracts pertaining to the project have been executed.
☐ Financial commitment is contingent upon permit issuance. Provide a copy of the contingent "certification of financial commitment" document, highlighting any language related to CON Contingencies
☐ Financial Commitment will occur after permit issuance.

NOT APPLICABLE

APPEND DOCUMENTATION AS ATTACHMENT 8, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

State Agency Submittals [Section 1130.620(c)]

Are the following submittals up to date as applicable:

- ☐ Cancer Registry
☐ APORS
☒ All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted
☒ All reports regarding outstanding permits

Failure to be up to date with these requirements will result in the application for permit being deemed incomplete.

CERTIFICATION

The Application must be signed by the authorized representatives of the applicant entity. Authorized representatives are:

- o in the case of a corporation, any two of its officers or members of its Board of Directors;
- o in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- o in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of Fresenius Medical Care Holdings, Inc. *
In accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

[Signature]
SIGNATURE

Brian Mello
PRINTED NAME
Assistant Treasurer

PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 12 day of Oct 2018

[Signature]
SIGNATURE

Dorothy Rizzo
PRINTED NAME
Assistant Treasurer

PRINTED TITLE

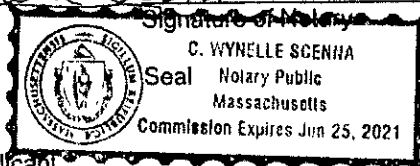
Notarization:

Subscribed and sworn to before me
this ____ day of ____

Signature of Notary

Seal

C. Wynelle Scenna
Signature of Notary



*Insert the EXACT legal name of the applicant

CERTIFICATION

The Application must be signed by the authorized representatives of the applicant entity. Authorized representatives are:

- o in the case of a corporation, any two of its officers or members of its Board of Directors;
- o in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- o in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of NxStage Oak Brook, LLC in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

Jeffrey H. Burbank
SIGNATURE
Jeffrey H. Burbank
PRINTED NAME
Chief Executive Officer
PRINTED TITLE

Jeffrey Murray
SIGNATURE
Jeffrey Murray
PRINTED NAME
Vice President
PRINTED TITLE

Notarization:

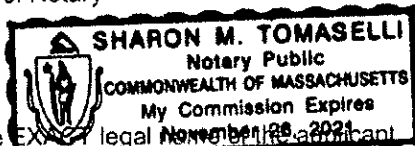
Subscribed and sworn to before me
this 12th day of October, 2018

Notarization:

Subscribed and sworn to before me
this 12th day of October, 2018

Sharon M. Tomaselli
Signature of Notary

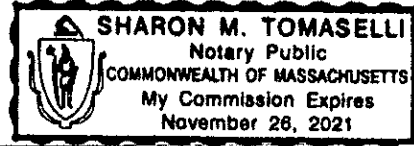
Seal



*Insert the EX-107 legal Notarization Seal of the applicant

Sharon M. Tomaselli
Signature of Notary

Seal



SECTION V. CHANGE OF OWNERSHIP (CHOW)**1130.520 Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility**

1. Prior to acquiring or entering into a contract to acquire an existing health care facility, a person shall submit an application for exemption to HFSRB, submit the required application-processing fee (see Section 1130.230) and receive approval from HFSRB.
2. If the transaction is not completed according to the key terms submitted in the exemption application, a new application is required.
3. READ the applicable review criteria outlined below and **submit the required documentation (key terms) for the criteria:**

APPLICABLE REVIEW CRITERIA	CHOW
1130.520(b)(1)(A) - Names of the parties	X
1130.520(b)(1)(B) - Background of the parties, which shall include proof that the applicant is fit, willing, able, and has the qualifications, background and character to adequately provide a proper standard of health service for the community by certifying that no adverse action has been taken against the applicant by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any health care facility owned or operated by the applicant, directly or indirectly, within three years preceding the filing of the application.	X
1130.520(b)(1)(C) - Structure of the transaction	X
1130.520(b)(1)(D) - Name of the person who will be licensed or certified entity after the transaction	
1130.520(b)(1)(E) - List of the ownership or membership interests in such licensed or certified entity both prior to and after the transaction, including a description of the applicant's organizational structure with a listing of controlling or subsidiary persons.	X
1130.520(b)(1)(F) - Fair market value of assets to be transferred.	X
1130.520(b)(1)(G) - The purchase price or other forms of consideration to be provided for those assets. [20 ILCS 3960/8.5(a)]	X
1130.520(b)(2) - Affirmation that any projects for which permits have been issued have been completed or will be completed or altered in accordance with the provisions of this Section	X
1130.520(b)(2) - If the ownership change is for a hospital, affirmation that the facility will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction. The hospital must provide affirmation that the compliant charity care policy will remain in effect for a two-year period following the change of ownership transaction	X

1130.520(b)(2) - A statement as to the anticipated benefits of the proposed changes in ownership to the community	X
1130.520(b)(2) - The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership;	X
1130.520(b)(2) - A description of the facility's quality improvement program mechanism that will be utilized to assure quality control;	X
1130.520(b)(2) - A description of the selection process that the acquiring entity will use to select the facility's governing body;	X
1130.520(b)(2) - A statement that the applicant has prepared a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 and that the response is available for public review on the premises of the health care facility	X
1130.520(b)(2)- A description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition.	X

Application for Change of Ownership Among Related Persons

When a change of ownership is among related persons, and there are no other changes being proposed at the health care facility that would otherwise require a permit or exemption under the Act, the applicant shall submit an application consisting of a standard notice in a form set forth by the Board briefly explaining the reasons for the proposed change of ownership. [20 ILCS 3960/8.5(a)]

APPEND DOCUMENTATION AS ATTACHMENT 15, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION X.CHARITY CARE INFORMATION (CHOW ONLY)

Charity Care information **MUST** be furnished for **ALL** projects [1120.20(c)].

1. All applicants and co-applicants shall indicate the amount of charity care for the latest three **audited** fiscal years, the cost of charity care and the ratio of that charity care cost to net patient revenue.
2. If the applicant owns or operates one or more facilities, the reporting shall be for each individual facility located in Illinois. If charity care costs are reported on a consolidated basis, the applicant shall provide documentation as to the cost of charity care; the ratio of that charity care to the net patient revenue for the consolidated financial statement; the allocation of charity care costs; and the ratio of charity care cost to net patient revenue for the facility under review.
3. If the applicant is not an existing facility, it shall submit the facility's projected patient mix by payer source, anticipated charity care expense and projected ratio of charity care to net patient revenue by the end of its second year of operation.

"Charity care" means care provided by a health care facility for which the provider does not expect to receive payment from the patient or a third-party payer (20 ILCS 3960/3). Charity Care **must** be provided at cost.

A table in the following format must be provided for all facilities as part of Attachment 41.

CHARITY CARE			
	2015	2016	2017
Net Patient Revenue	\$438,247,352	\$449,611,441	\$460,678,799
Amount of Charity Care (charges) (self-Pay)	\$3,204,986	\$3,269,127	\$4,552,654
Cost of Charity Care	\$3,204,986	\$3,269,127	\$4,552,654

*As a for-profit corporation Fresenius does not provide charity care per the Board's definition. Numbers reported are self-pay. Self-pay balances are written off to bad debt. Medicare may reimburse a portion of bad debt as part of cost reporting.

APPEND DOCUMENTATION AS **ATTACHMENT 21**, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Note:

Medicaid reported numbers are also impacted by the large number of patients who switched from Medicaid to a Medicaid Risk insurance (managed care plan) which pays similar to Medicaid. These patients are reported under private insurance however, in 2017, of our commercial patients, we had 1,230 Medicaid Risk patients with Revenues of \$22,664,352.

After paginating the entire completed application indicate, in the chart below, the page numbers for the included attachments:

INDEX OF ATTACHMENTS		
ATTACHMENT NO.		PAGES
1	Applicant Identification including Certificate of Good Standing	13-14
2	Site Ownership	15-21
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	22
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	23-24
5	Flood Plain Requirements	
6	Historic Preservation Act Requirements	
7	Project and Sources of Funds Itemization	
8	Financial Commitment Document if required	25
9	Cost Space Requirements	
10	Discontinuation	
11	Background of the Applicant	26-31
12	Purpose of the Project	
13	Alternatives to the Project	
	Service Specific:	
14	Neonatal Intensive Care Services	
15	Change of Ownership	32-34
	Financial and Economic Feasibility:	
16	Availability of Funds	
17	Financial Waiver	
18	Financial Viability	
19	Economic Feasibility	
20	Safety Net Impact Statement	
21	Charity Care Information	35-36

Applicant Identification

Applicant [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name:	Fresenius Medical Care Holdings, Inc.
Street Address:	920 Winter Street
City and Zip Code:	Waltham, MA 02451
Name of Registered Agent:	CT Corporation Systems
Registered Agent Street Address:	208 S. LaSalle Street, Suite 814
Registered Agent City and Zip Code:	Chicago, IL 60604
Name of Chief Executive Officer:	Bill Valle
CEO Street Address:	920 Winter Street
CEO City and Zip Code:	Waltham, MA 02451
CEO Telephone Number:	800-662-1237

Type of Ownership – Applicant

- | | |
|--|---|
| <input type="checkbox"/> Non-profit Corporation | <input type="checkbox"/> Partnership |
| <input checked="" type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Governmental |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Other |
- o Corporations and limited liability companies must provide an **Illinois certificate of good standing**.
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Co - Applicant Identification

Exact Legal Name:	NxStage Oak Brook, LLC*
Street Address:	350 Merrimack Street
City and Zip Code:	Lawrence, MA 01843
Name of Registered Agent:	CT Corporation
Registered Agent Street Address:	208 S. LaSalle Street, Suite 814
Registered Agent City and Zip Code:	Chicago, IL 60604
Name of Chief Executive Officer:	Jeffrey H. Burbank
CEO Street Address:	350 Merrimack Street
CEO City and Zip Code:	Lawrence, MA 01843
CEO Telephone Number:	978-687-4704

*Certificate of Good Standing for NxStage Oak Brook, LLC on following page.

Type of Ownership – Co-Applicant

- | | |
|---|---|
| <input type="checkbox"/> Non-profit Corporation | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Governmental |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Other |
- o Corporations and limited liability companies must provide an **Illinois certificate of good standing**.
 - o Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

NXSTAGE OAK BROOK, LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON DECEMBER 14, 2012, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A FOREIGN LIMITED LIABILITY COMPANY ADMITTED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 5TH
day of SEPTEMBER A.D. 2018 .

Jesse White

SECRETARY OF STATE

Authentication #: 1824803262 verifiable until 09/05/2019
Authenticate at: <http://www.cyberdriveillinois.com>

Certificate of Good Standing
ATTACHMENT - 1

Site Ownership

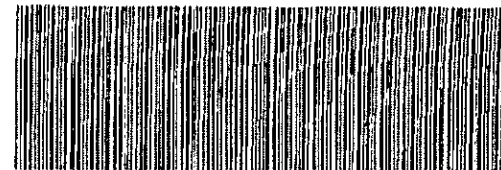
Exact Legal Name of Site Owner: Oaks Improvement, LLC
Address of Site Owner: c/o DLC Management Corp. 580 White Plains Road, Tarrytown, NY 10591
Street Address or Legal Description of the Site: 1600 W. 16 th Street, Oak Brook, IL 60521

The site owner is not changing. The deed for the property is on the following page.

After recording mail to:

Kenneth S. Jacob, Esq.
Arent Fox LLP
1050 Connecticut Avenue, NW
Washington, DC 20036

After Recording Return To:
Diane Pudelek
Stewart Title of Illinois
2 N. LaSalle St., Suite 1400
Chicago, IL 60602



FRED BUCHOLZ
DUPAGE COUNTY RECORDER
APR 26, 2007 RHSP 9:46 AM
DEED 06-22-205-028
006 PAGES R2007-077361

This space reserved for Recorder's use only.

SPECIAL WARRANTY DEED

Grantor, **TEACHERS' RETIREMENT SYSTEM OF THE STATE OF ILLINOIS**, a retirement system created pursuant to the laws of the State of Illinois, for and in consideration of TEN and 00/100 DOLLARS (\$10.00) and other good and valuable consideration in hand paid, CONVEYS and WARRANTS to **OAKS IMPROVEMENTS, LLC**, a Delaware limited liability company ("Grantee"), the real property situated in the County of DuPage in the State of Illinois described on Exhibit A attached hereto and incorporated herein by reference subject to the permitted exceptions described on Exhibit B attached hereto.

TO HAVE AND TO HOLD the premises aforesaid with all and singular, the rights, privileges, estates, interests, hereditaments, appurtenances and immunities thereto belonging or in any wise appertaining unto Grantee and unto Grantee's heirs, successors and assigns forever, Grantor hereby covenanting that the premises are free and clear from any encumbrance done or suffered by Grantor; and that Grantor will warrant and defend the title to said premises unto Grantee and unto Grantee's heirs, successors and assigns forever, against the lawful claims and demands of all persons claiming by, through or under Grantor.

"Exempt" under provisions of Paragraph b.
Section 4, Real Estate Transfer Tax Act

4/24/07 D. Pudelek
Date Buyer, Seller or Representative

STEWART TITLE OF ILLINOIS
Commercial Division
2 N. LaSalle St., Suite 1400
Chicago, IL 60602
312-849-4400

518880

IN WITNESS WHEREOF, Grantor has executed this Special Warranty Deed this 23rd
day of April, 2007.

GRANTOR:

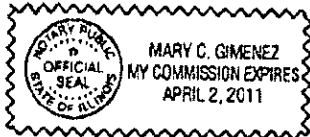
TEACHERS' RETIREMENT SYSTEM OF THE STATE OF ILLINOIS, a retirement system created pursuant to the laws of the State of Illinois

By: Commonwealth Realty Advisors, Inc., a corporation of Illinois, its investment advisor and duly authorized agent

By: [Signature]
Name: Mark R. Kirsner
Title: President

THE STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

This instrument was acknowledged before me on April 20th, 2007, by Mark R. Kirincich, President of Commonwealth Realty Advisors, Inc., the investment advisor and duly authorized agent on behalf of Teachers' Retirement System of the State of Illinois, a retirement system established under the laws of the State of Illinois.



Notary Public - State of Illinois
Notary's name (printed): Mary C. Gimenez
My commission expires: April 2, 2011

Send Subsequent Tax Bills To:

DLC Management Corporation
Attn: J. Bishop
580 White Plains Road, 3rd Floor
Tarrytown, NY 10591

This Instrument Was Prepared By:

Philip Wong
Holland & Knight LLP
131 S. Dearborn Street
30th Floor
Chicago, IL 60603

EXHIBIT A

LEGAL DESCRIPTION FOR SPECIAL WARRANTY DEED

Lot 1 in Vantage Properties Resubdivision, being a resubdivision of Lots 13 through 17 and 19 through 28 and parts of Lot 18 in Block 1 in Town Development Company's Elmhurst Countryside Unit Number One, being a subdivision of part of the North East ¼ of Section 22, Township 39 North, Range 11, East of the Third Principal Meridian, according to the Plat of said Vantage Properties Resubdivision recorded October 29, 1987, as document R87-156766, in DuPage County, Illinois.

Address: *Vacant*
NWC State Route 83 and 16th Street
Oak Brook, IL 60523

PIN: 06-22-205-028

A-1

EXHIBIT B

PERMITTED EXCEPTIONS FOR SPECIAL WARRANTY DEED

1. General Taxes for 2006, 2007 and subsequent years.
2. The property is part of the Hinsdale Sanitary District and is subject to the provisions of a certain ordinance imposing charges for use and connection thereto and providing said charges are liens against the property until paid.
3. Building line of 30 feet as shown on Plat of Town Development Company's Elmhurst Countryside Unit Number One, aforesaid.
4. Building line as shown on plat of Vantage Properties Resubdivision, aforesaid and as amended by Resolution No. R-446, A Resolution Authorizing Certificate of Amendment to Vantage Properties Resubdivision recorded May 6, 1988, as document number R88-046326.
5. Covenants and restrictions (but omitting any such covenant or restriction based on race, color, religion, sex, handicap, familial status or national origin unless and only to the extent that said covenant or restriction (A) is exempt under Chapter 42, section 3607 of the United States Code or (B) relates to handicap but does not discriminate against handicapped persons), contained in the Certificate appended to the Plat of Town Development Company's Elmhurst Countryside Unit Number One, aforesaid.
6. Protective Covenants made by Chicago Title and Trust Company, a corporation of Illinois, as Trustee under Trust Agreement dated October 18, 1943, and known as Trust Number 32985, recorded August 31, 1945, as document number 483117.
7. Notice of Water Main Expansion and Connection Fee made by Village of Oak Brook, an Illinois municipal corporation, dated July 10, 1979, and recorded July 17, 1979, as document number R79-62439.
8. Grant of Easement to the Village of Oak Brook made by Thomas K. Kennard and Betty F. Kennard dated March 3, 1979, and recorded March 8, 1979, as document number R79-19342.
9. Grant of Easement to the Village of Oak Brook made by Perry A. Johansen and Linda J. Johansen dated January 29, 1979, and recorded March 8, 1979, as document number R79-19343.
10. Order Establishing A Freeway recorded August 13, 1969, as document number R69-36290.

B-1

11. Grant of Easement to Commonwealth Edison Company and Illinois Bell Telephone Company recorded October 30, 1987, as document number R87-156884.
12. Declaration of Covenants and Restrictions made by Vantage Companies, Inc., a Texas corporation, recorded October 29, 1987, as document number R87-156765.
13. Grant of Easement made by Teachers Retirement System of the State of Illinois to Commonwealth Edison Company and Illinois Bell Telephone Company recorded October 26, 1988, as document number R88-122281.
14. Grant of Easement made by Vantage Properties, Inc. to Commonwealth Edison Company recorded November 16, 1988, as document number R88-131916.
15. Grant of Utility Easements to Illinois Bell Telephone Company and Commonwealth Edison Company recorded November 30, 1995, as document number R95-168480.
16. Ordinance 2006-ZO-SU-S-1172, An Ordinance Granting a Granting Special Use to Cubellis Mgd, on behalf of Mid-America Asset Management, For an Outdoor Dining Area Adjacent to a Restaurant for Panera Bread, recorded October 26, 2006, as document R2006-207876.
17. Private, public and utility easements.
18. Roads and highways.
19. All zoning and building laws, ordinances, resolutions and regulations.
20. Rights of tenants, as tenants only, under lease agreements, without rights or options to purchase.
21. Acts done or suffered to be done by Grantee.

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B-1

Operating Identity/Licensee

Exact Legal Name: NxStage Oak Brook, LLC d/b/a NxStage Oak Brook*		
Address: 920 Winter Street, Waltham, MA 02451		
<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership	
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental	
<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Other
<ul style="list-style-type: none">o Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.o Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner.o Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.		

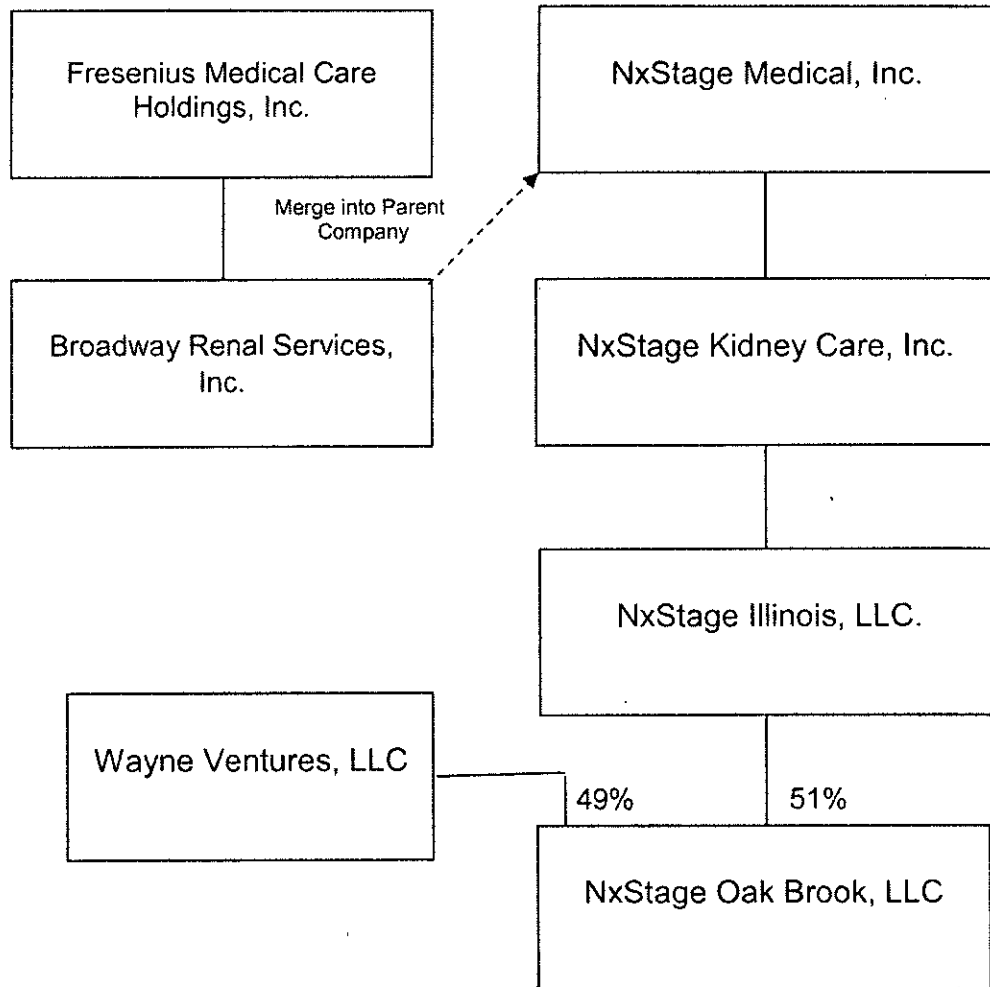
***Facility will do business as Fresenius Kidney Care Oak Brook after merger.
Certificate of Good Standing for NxStage Oak Brook, LLC on following page.**

Ownership

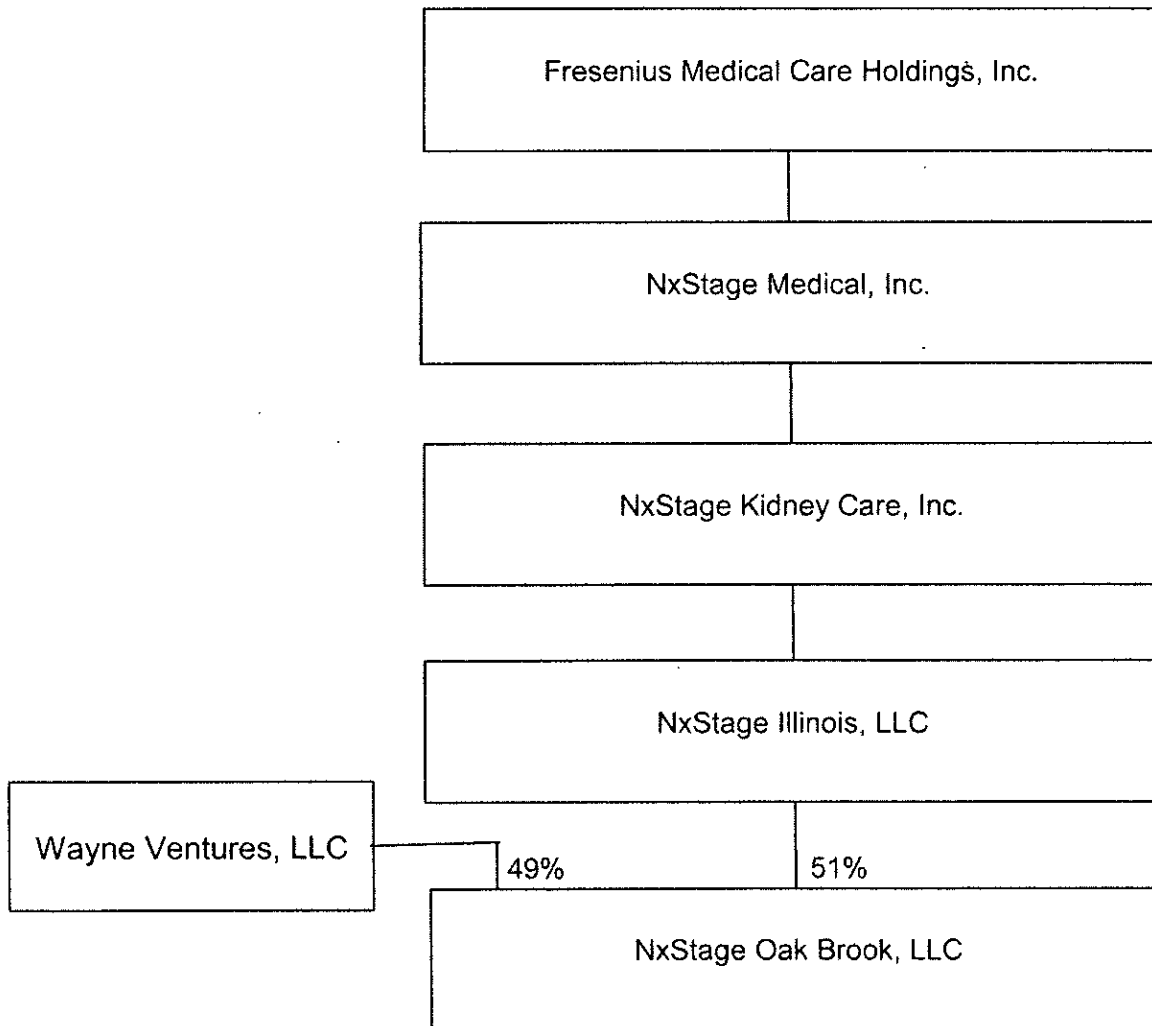
NxStage Illinois, LLC has a 51% membership interest in NxStage Oak Brook, LLC. Its current address is 350 Merrimack Street, Lawrence, MA 01843. After the merger the address will be 920 Winter Street, Waltham, MA 02451.

Wayne Ventures, LLC has a 49% membership interest in NxStage Oak Brook, LLC. Its address is 120 W. 22nd Street, Oak Brook, IL 60523.

Pre-Merger Structure



Post-Merger Structure



Current Fresenius CON Permits and Status

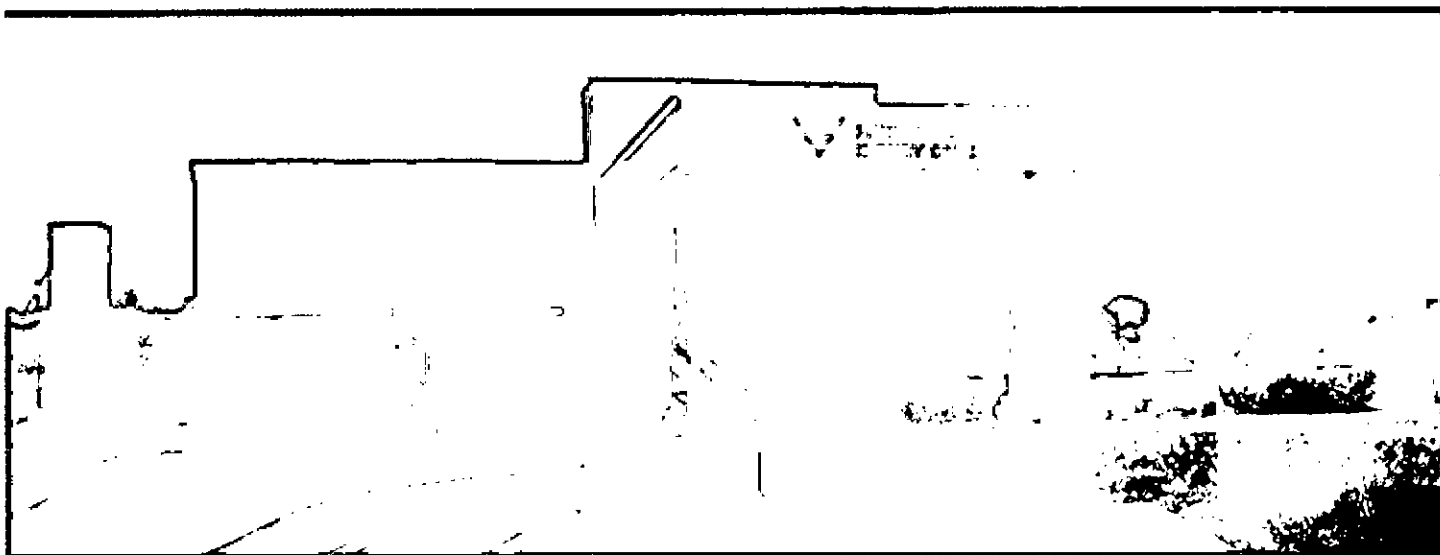
Project Number	Project Name	Project Type	Completion Date	Comment
#16-029	Fresenius Medical Care Ross Dialysis - Englewood	Relocation/ Expansion	09/30/2018	Obligated/Renewal Request Submitted
#16-034	Fresenius Kidney Care Woodridge	Establishment	03/31/2019	Opening November 2018
#16-042	Fresenius Kidney Care Paris Community	Establishment	09/30/2018	Permit Renewal/Financial Commitment Extension Request Submitted
#17-004	Fresenius Kidney Care Mount Prospect	Establishment	12/31/2018	Open August 2018, waiting for Certification
#17-025	Fresenius Kidney Care Crestwood	Relocation	09/30/2019	Open August 2018, waiting for Certification
#17-038	Fresenius Kidney Care South Elgin	Establishment	12/31/2019	Shell Construction
#17-024	Fresenius Kidney Care Springfield East	Establishment	03/31/2019	Construction End Date 11/2018
#17-056	Fresenius Medical Care Galesburg	Relocation	12/31/2019	Permitted February 27, 2018, Construction Begun
#17-065	Fresenius Kidney Care New Lenox	Establishment	12/31/2019	Permitted April 17, 2018



About Us

Fresenius Kidney Care, a division of Fresenius Medical Care North America (FMCNA), provides dialysis treatment and services to over 190,000 people with kidney disease at more than 2,300 facilities nationwide. Fresenius Kidney Care patients have access to FMCNA's integrated network of kidney care services ranging from cardiology and vascular care to pharmacy and lab services as well as urgent care centers and the country's largest practice of hospitalist and post-acute providers. The scope and sophistication of this vertically integrated network provides us with seamless oversight of our patients' entire care continuum.

As a leader in renal care technology, innovation and clinical research, FMCNA's more than 67,000 employees are dedicated to the mission of delivering superior care that improves the quality of life for people with kidney disease. Fresenius Kidney Care supports people by helping to address both the physical and emotional aspects of kidney disease through personalized care, education and lifestyle support services so they can lead meaningful and fulfilling lives.



Bringing Our Mission to Life

At Fresenius Kidney Care, we understand that helping people with end stage renal disease (ESRD) live fuller, more active and vibrant lives is about much more than providing them with the best dialysis care. It's about caring for the whole person. That's why we use our vast resources to care for our patients emotional, medical, dietary, financial and well-being needs.

We also provide educational support for people with chronic kidney disease (CKD), including routine classes for people with later stage CKD. Our robust education programs are designed to improve patient outcomes and improve the quality of life for every patient.



- **KidneyCare:365**—A company-wide program designed to educate patients with CKD or ESRD about living with kidney disease. These classes are held routinely at a variety of locations including clinics, hospitals and physician offices. Class topics include understanding CKD, eating well, social support and treatment options.
- **Navigating Dialysis Program** – A patient education and engagement program focused on empowering patients with the knowledge they need to thrive during their first 90 days on dialysis. In-center and at-home patients receive a starter kit and supporting touchpoints from members of their care team covering topics like treatment, access, eating well and thriving.
- **Catheter Reduction Program** – A key strategic clinical initiative to support nephrologists and clinical staff with increasing the number of patients dialyzed with a permanent access, preferably a venous fistula (AVF) versus a central venous catheter (CVC). Starting dialysis with or converting patients to an AVF can significantly lower serious complications, hospitalizations and mortality rates.

Value Based Care Model

Healthcare is moving toward a value-based system focused on caring for the whole patient, improving efficiencies and reducing costs. One way that FMCNA has demonstrated its commitment is through a significant investment in End Stage Renal Disease Seamless Care Organizations (ESCOs), the nation's first disease-specific shared savings program designed to identify, test and evaluate new ways to improve care for Americans with ESRD.

In January 2017, the Centers for Medicaid and Medicare Services (CMS) awarded 18 new ESCO contracts to FMCNA, which was in addition to the six ESCOs the company was awarded in 2015. FMCNA now operates 24 of the 37 ESCOs awarded by CMS. FMCNA holds two ESCO contracts in Illinois, including Chicago and Bloomington that include Springfield and the St. Louis area.

Under each ESCO, local nephrologists and dialysis providers partner to develop an innovative care model based on highly coordinated, patient-centered care. By monitoring and managing the total care of the ESRD patient, the ESCO aims to avoid hospitalizations and help patients move from high-risk to lower-risk on the health care continuum.

The cornerstone of the ESCO program for FMCNA is its Care Navigation Unit (CNU), a team of specially trained nurses and care technicians who provide 24/7 patient support and care management services. By focusing on both the physical and emotional needs of each patient, the CNU can anticipate issues before they arise and help patients respond more quickly when they happen. The CNU has proven that through rigorous patient monitoring and appropriate intervention, they can significantly improve patient health outcomes, reducing hospital admissions by up to 20 percent and readmissions by up to 27 percent in ESRD populations. This investment demonstrates the value FMCNA places on collaboration with CMS, policymakers and physicians for the benefit of its patients. It also shows the importance we place on patients taking active roles in their own care.

At FMCNA, we strive to be the partner of choice by leading the way with collaborative, entrepreneurial new models of value-based care that take full responsibility for the patients we serve while reducing costs and improving outcomes. This approach allows us to coordinate health care services at pivotal care points for hundreds of thousands of chronically ill people and enhance the lives of those trusted to our care.

Background



Five Star Quality Rated by CMS

Fresenius Kidney Care achieved the largest number of top-rated, Five Star dialysis centers in 2017, based on the Dialysis Facility Compare Five Star Quality Rating System issued by CMS. This focus on quality continues to drive Fresenius Kidney Care's success in Illinois.

Overview of Services



Treatment Settings and Options

- ✓ In-center hemodialysis
- ✓ At-home hemodialysis
- ✓ At-home peritoneal dialysis



Patient Support Services

- ✓ Nutritional counseling
- ✓ Social work services
- ✓ Home training program
- ✓ Clinical care
- ✓ Patient travel services
- ✓ Patient education classes
- ✓ Urgent care (acute)



Counseling and Guidance for Non-Dialysis Options

- ✓ Kidney transplant
- ✓ Supportive care without dialysis

Our Local Commitment



Fresenius Kidney Care is a predominant supporter of the National Kidney Foundation of Illinois (NKFI). The NKFI is an affiliate of the National Kidney Foundation, which funds medical research improving lives of those with kidney disease, prevention screenings and is a leading educator on kidney disease. Our Fresenius Kidney Care employees in the Chicago area raised over \$21,000 for the NKFI Kidney Walk in downtown Chicago through pledges and t-shirt sales. In addition to the local fundraising efforts, each year Fresenius Kidney Care donates \$25,000 to the NKFI and another \$5,000 in downstate Illinois.

Background

ATTACHMENT - 11

Thrive On

Fresenius Kidney Care In-center Clinics in Illinois

Clinic	Provider #	Address	City	Zip
Aledo	14-2658	409 NW 9th Avenue	Aledo	61231
Alsip	14-2630	12250 S. Cicero Ave Ste. #105	Alsip	60803
Antioch	14-2673	311 Depot St., Ste. H	Antioch	60002
Aurora	14-2515	455 Mercy Lane	Aurora	60506
Austin Community	14-2653	4800 W. Chicago Ave., 2nd Fl.	Chicago	60651
Belleville	14-2839	6525 W. Main Street	Belleville	62223
Berwyn	14-2533	2601 S. Harlem Avenue, 1st Fl.	Berwyn	60402
Blue Island	14-2539	12200 S. Western Avenue	Blue Island	60406
Bolingbrook	14-2605	329 Remington	Bolingbrook	60440
Breese	14-2637	160 N. Main Street	Breese	62230
Bridgeport	14-2524	825 W. 35th Street	Chicago	60609
Burbank	14-2641	4811 W. 77th Street	Burbank	60459
Carbondale	14-2514	1425 Main Street	Carbondale	62901
Centre West Springfield	14-2546	1112 Centre West Drive	Springfield	62704
Champaign	14-2588	1405 W. Park Street	Champaign	61801
Chatham	14-2744	333 W. 87th Street	Chicago	60620
Chicago Dialysis	14-2506	1806 W. Hubbard Street	Chicago	60622
Chicago Heights	14-2832	15 E. Independence Drive	Chicago Heights	60411
Chicago Westside	14-2681	1340 S. Damen	Chicago	60608
Cicero	14-2754	3000 S. Cicero	Chicago	60804
Congress Parkway	14-2631	3410 W. Van Buren Street	Chicago	60624
Crestwood	14-2538	4861W. Cal Sag Road	Crestwood	60445
Decatur East	14-2603	1830 S. 44th St.	Decatur	62521
Deerfield	14-2710	405 Lake Cook Road	Deerfield	60015
Des Plaines	14-2774	1625 Oakton Place	Des Plaines	60018
Downers Grove	14-2503	3825 Highland Ave., Ste. 102	Downers Grove	60515
DuPage West	14-2509	450 E. Roosevelt Rd., Ste. 101	West Chicago	60185
DuQuoin	14-2595	825 Sunset Avenue	DuQuoin	62832
East Aurora	14-2837	840 N. Farnsworth Avenue	Aurora	60505
East Peoria	14-2562	3300 North Main Street	East Peoria	61611
Elgin	14-2726	2130 Point Boulevard	Elgin	60123
Elk Grove	14-2507	901 Biesterfeld Road, Ste. 400	Elk Grove	60007
Elmhurst	14-2612	133 E. Brush Hill Road, Suite 4	Elmhurst	60126
Evanston	14-2621	2953 Central Street, 1st Floor	Evanston	60201
Evergreen Park	14-2545	9730 S. Western Avenue	Evergreen Park	60805
Galesburg	14-8628	765 N Kellogg St, Ste 101	Galesburg	61401
Garfield	14-2555	5401 S. Wentworth Ave.	Chicago	60609
Geneseo	14-2592	600 North College Ave, Suite 150	Geneseo	61254
Glendale Heights	14-2617	130 E. Army Trail Road	Glendale Heights	60139
Glenview	14-2551	4248 Commercial Way	Glenview	60025
Greenwood	14-2601	1111 East 87th St., Ste. 700	Chicago	60619
Gurnee	14-2549	101 Greenleaf	Gurnee	60031
Hazel Crest	14-2607	17524 E. Carriageway Dr.	Hazel Crest	60429
Highland Park	14-2782	1657 Old Skokie Road	Highland Park	60035
Hoffman Estates	14-2547	3150 W. Higgins, Ste. 190	Hoffman Estates	60195
Humboldt Park	14-2821	3500 W. Grand Avenue	Chicago	60651
Jackson Park	14-2516	7531 South Stony Island Ave.	Chicago	60649
Joliet	14-2739	721 E. Jackson Street	Joliet	60432
Kewanee	14-2578	230 W. South Street	Kewanee	61443
Lake Bluff	14-2669	101 Waukegan Rd., Ste. 700	Lake Bluff	60044
Lakeview	14-2679	4008 N. Broadway, St. 1200	Chicago	60613
Lemont	14-2798	16177 W. 127th Street	Lemont	60439
Logan Square	14-2766	2721 N. Spalding	Chicago	60647
Lombard	14-2722	1940 Springer Drive	Lombard	60148
Macomb	14-2591	523 E. Grant Street	Macomb	61455
Maple City	14-2790	1225 N. Main Street	Monmouth	61462
Marquette Park	14-2566	6515 S. Western	Chicago	60636
McHenry	14-2672	4312 W. Elm St.	McHenry	60050
McLean Co	14-2563	1505 Eastland Medical Plaza	Bloomington	61704
Melrose Park	14-2554	1111 Superior St., Ste. 204	Melrose Park	60160
Merrionette Park	14-2667	11630 S. Kedzie Ave.	Merrionette Park	60803
Metropolis	14-2705	20 Hospital Drive	Metropolis	62960
Midway	14-2713	6201 W. 63rd Street	Chicago	60638
Mokena	14-2689	8910 W. 192nd Street	Mokena	60448
Moline	14-2526	400 John Deere Road	Moline	61265
Mount Prospect	-	1710-1790 W. Golf Road	Mount Prospect	60056
Mundelein	14-2731	1400 Townline Road	Mundelein	60060

Clinic	Provider #	Address	City	Zip
Naperbrook	14-2765	2451 S Washington	Naperville	60565
Naperville North	14-2678	516 W. 5th Ave.	Naperville	60563
New City	14-2815	4622 S. Bishop Street	Chicago	60609
New Lenox	-	Cedar Crossing Development	New Lenox	60451
Niles	14-2500	7332 N. Milwaukee Ave	Niles	60714
Normal	14-2778	1531 E. College Avenue	Normal	61761
Norridge	14-2521	4701 N. Cumberland	Norridge	60656
North Avenue	14-2602	911 W. North Avenue	Melrose Park	60160
North Kilpatrick	14-2501	4800 N. Kilpatrick	Chicago	60630
Northcenter	14-2531	2620 W. Addison	Chicago	60618
Northfield	14-2771	480 Central Avenue	Northfield	60093
Northwestern University	14-2597	710 N. Fairbanks Court	Chicago	60611
Oak Forest	14-2764	5340A West 159th Street	Oak Forest	60452
Oak Park	14-2504	773 W. Madison Street	Oak Park	60302
Orland Park	14-2550	9160 W. 159th St.	Orland Park	60462
Oswego	14-2677	1051 Station Drive	Oswego	60543
Ottawa	14-2576	1601 Mercury Circle Drive, Ste. 3	Ottawa	61350
Palatine	14-2723	691 E. Dundee Road	Palatine	60074
Pekin	14-2571	3521 Veteran's Drive	Pekin	61554
Peoria Downtown	14-2574	410 W Romeo B. Garrett Ave.	Peoria	61605
Peoria North	14-2613	10405 N. Juliet Court	Peoria	61615
Plainfield	14-2707	2320 Michas Drive	Plainfield	60544
Plainfield North	14-2596	24024 W. Riverwalk Court	Plainfield	60544
Polk	14-2502	557 W. Polk St.	Chicago	60607
Pontiac	14-2611	804 W. Madison St.	Pontiac	61764
Prairie	14-2569	1717 S. Wabash	Chicago	60616
Randolph County	14-2589	102 Memorial Drive	Chester	62233
Regency Park	14-2558	124 Regency Park Dr., Suite 1	O'Fallon	62269
River Forest	14-2735	103 Forest Avenue	River Forest	60305
Rock Island	14-2703	2623 17th Street	Rock Island	61201
Rock River - Dixon	14-2645	101 W. Second Street	Dixon	61021
Rogers Park	14-2522	2277 W. Howard St.	Chicago	60645
Rolling Meadows	14-2525	4180 Winnetka Avenue	Rolling Meadows	60008
Roseland	14-2690	135 W. 111th Street	Chicago	60628
Ross-Englewood	14-2670	6333 S. Green Street	Chicago	60621
Round Lake	14-2616	401 Nippersink	Round Lake	60073
Saline County	14-2573	275 Small Street, Ste. 200	Harrisburg	62946
Sandwich	14-2700	1310 Main Street	Sandwich	60548
Schaumburg	14-2802	815 Wise Road	Schaumburg	60193
Silvis	14-2658	880 Crosstown Avenue	Silvis	61282
Skokie	14-2618	9801 Wood Dr.	Skokie	60077
South Chicago	14-2519	9200 S. Chicago Ave.	Chicago	60617
South Elgin	-	770 N. McLean Blvd.	South Elgin	60177
South Deering	14-2756	10559 S. Torrence Ave.	Chicago	60617
South Holland	14-2542	17225 S. Paxton	South Holland	60473
South Shore	14-2572	2420 E. 79th Street	Chicago	60649
Southside	14-2508	3134 W. 76th St.	Chicago	60652
South Suburban	14-2517	2609 W. Lincoln Highway	Olympia Fields	60461
Southwestern Illinois	14-2535	7 Professional Drive	Alton	62002
Spoon River	14-2565	340 S. Avenue B	Canton	61520
Springfield East	-	1800 E. Washington Street	Springfield	62703
Spring Valley	14-2564	12 Wolfer Industrial Drive	Spring Valley	61362
Steger	14-2725	219 E. 34th Street	Steger	60475
Streator	14-2695	2356 N. Bloomington Street	Streator	61364
Summit	14-2802	7319-7322 Archer Avenue	Summit	60501
Uptown	14-2692	4720 N. Marine Dr.	Chicago	60640
Waterloo	14-2789	624 Voris-Jost Drive	Waterloo	62298
Waukegan Harbor	14-2727	101 North West Street	Waukegan	60085
West Batavia	14-2729	2580 W. Fabyan Parkway	Batavia	60510
West Belmont	14-2523	4943 W. Belmont	Chicago	60641
West Chicago	14-2702	1859 N. Neltor	West Chicago	60185
West Metro	14-2536	1044 North Mozart Street	Chicago	60622
West Suburban	14-2530	518 N. Austin Blvd., 5th Floor	Oak Park	60302
West Willow	14-2730	1444 W. Willow	Chicago	60620
Westchester	14-2520	2400 Wolf Road, Ste. 101A	Westchester	60154
Williamson County	14-2627	900 Skyline Drive, Ste. 200	Marion	62959
Willowbrook	14-2632	6300 S. Kingery Hwy, Ste. 408	Willowbrook	60527
Zion	14-2841	1920-1920 N. Sheridan Road	Zion	60099

Certification & Authorization

Fresenius Medical Care Holdings, Inc.

In accordance with Section III, A (2) of the Illinois Health Facilities & Services Review Board Application for Certificate of Need; I do hereby certify that no adverse actions have been taken against Fresenius Medical Care Holdings, Inc. by either Medicare or Medicaid, or any State or Federal regulatory authority during the 3 years prior to the filing of the Application with the Illinois Health Facilities & Services Review Board; and

In regard to section III, A (3) of the Illinois Health Facilities & Services Review Board Application for Certificate of Need; I do hereby authorize the State Board and Agency access to information in order to verify any documentation or information submitted in response to the requirements of this subsection or to obtain any documentation or information that the State Board or Agency finds pertinent to this subsection.

By: [Signature]
ITS: [Signature] Bryan Mello
Assistant Treasurer

By: [Signature]
ITS: [Signature] Dorothy S. Rizzo
Assistant Treasurer

Notarization:
Subscribed and sworn to before me
this _____ day of _____, 2018

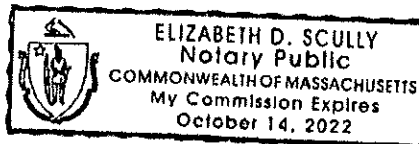
Notarization:
Subscribed and sworn to before me
this 12th day of October 2018

Signature of Notary

[Signature]
Signature of Notary

Seal

Seal



ATTACHMENT - 11

Certification & Authorization

NxStage Oak Brook, LLC

In accordance with Section III, A (2) of the Illinois Health Facilities & Services Review Board Application for Certificate of Need; I do hereby certify that no adverse actions have been taken against NxStage Oak Brook, LLC by either Medicare or Medicaid, or any State or Federal regulatory authority during the 3 years prior to the filing of the Application with the Illinois Health Facilities & Services Review Board; and

In regard to section III, A (3) of the Illinois Health Facilities & Services Review Board Application for Certificate of Need; I do hereby authorize the State Board and Agency access to information in order to verify any documentation or information submitted in response to the requirements of this subsection or to obtain any documentation or information that the State Board or Agency finds pertinent to this subsection.

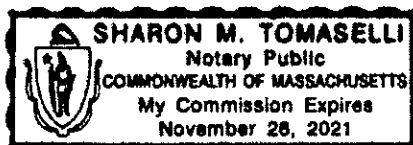
By: [Signature]
ITS: Chief Executive Officer

By: [Signature]
ITS: Vice President

Notarization:
Subscribed and sworn to before me
this 12th day of October, 2018

[Signature]
Signature of Notary

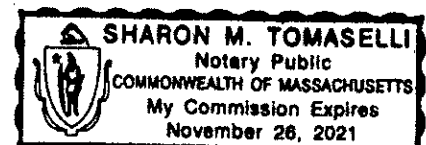
Seal



Notarization:
Subscribed and sworn to before me
this 12th day of October, 2018

[Signature]
Signature of Notary

Seal



ATTACHMENT - 11

Criterion 1130.520(b)(1)(A) Names of the parties

The applicants are Fresenius Medical Care Holdings, Inc. and NxStage Oak Brook, LLC. NxStage Oak Brook, LLC holds the Medicare certification for the NxStage Oak Brook ESRD facility currently and will continue to be the certification holder after the change of ownership.

Criterion 1130.520(b)(1)(B) Background of the parties

- Certificate of Good Standing provided at Attachment 1 for NxStage Oak Brook, LLC. Fresenius Medical Care Holdings, Inc. does not do business in the State of Illinois.
- Attachment 11 includes:
 - General background information for Fresenius Kidney Care.
 - Listing of all Illinois Health Care Facilities owned by Fresenius Medical Care Holdings, Inc.
 - Certification that no adverse actions have been taken against the applicants by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any health care facility owned or operated by the applicant in Illinois, directly or indirectly, within three years preceding the filing of the application.

Criterion 1130.520(b)(1)(C) Structure of the transaction

Fresenius Medical Care Holdings, Inc. intends to acquire all the outstanding shares of NxStage Medical, Inc. via a merger of its wholly-owned subsidiary, Broadway Renal Services, Inc., with and into NxStage Medical, Inc. NxStage Medical, Inc. is a leading medical device technology company that also operates a small number of dialysis clinics in several states. NxStage Medical, Inc., is the indirect owner of 51% of the equity interest of NxStage Oak Brook, LLC. After the consummation of the merger, Fresenius Medical Care Holdings, Inc. will be the indirect owner of 51% of the equity interest of NxStage Oak Brook, LLC. Closing of the transaction is subject to and contingent upon receipt of regulatory approvals and other customary closing conditions, as described in more detail in the summary of terms attached hereto.

Criterion 1130.520(b)(1)(D) Name of licensed entity after transaction

NxStage Oak Brook, LLC is currently the operating/certified entity for NxStage Oak Brook and will remain the operating/certified entity after the transaction.

Criterion 1130.520(b)(1)(E) List of the ownership or membership interests in such licensed or certified entity both prior to and after the transaction, including a description of the applicant's organizational structure with a listing of controlling or subsidiary persons. Attachment 4 contains the pre-merger as well as post-merger organizational structure.

Criterion 1130.520(b)(1)(F) Fair Market Value of assets to be transferred

The cost of the total acquisition is \$30 per outstanding common share of NxStage Medical, Inc. which is estimated to be approximately \$2,000,000,000 in value.

Criterion 1130.520(b)(1)(G) Purchase price or other forms of consideration to be provided for those assets.

The cost of the total acquisition is \$30 per outstanding common share of NxStage Medical, Inc. which is estimated to be an approximate \$2,000,000,000 price.

Criterion 1130.520(b)(2) Affirmation that any projects for which permits have been issued have been completed or will be completed or altered in accordance with the provisions of this Section.

At attachment 8, a list of all current open CON permits for Fresenius Kidney Care in Illinois and their status is listed. The applicants affirm that these projects have been completed or will be completed or altered in accordance with the provision of this Section.

Criterion 1130.520(b)(2) If the ownership change is for a hospital, affirmation that the facility will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction. The hospital must provide affirmation that the compliant charity care policy will remain in effect for a two-year period following the change of ownership transaction

NOT APPLICABLE, APPLICANT IS NOT A HOSPITAL

Criterion 1130.520(b)(2) A statement as to the anticipated benefits of the proposed changes in ownership to the community

Fresenius Medical Care is the world's largest provider of dialysis products and services treating over 315,305 patients through its 3,690 dialysis clinics. Its 2,300+ U.S. clinics have achieved the highest results of the industry as a part of the Centers for Medicare and Medicaid Five-Star Quality Rating System. In government data released in April 2018, Fresenius Medical Care achieved the highest percentage of four and five star rated clinics when compared to all other major dialysis providers in the country.

NxStage Medical, Inc. based in the Boston, Massachusetts area, develops, produces and markets a portfolio of medical devices for use in home dialysis and in the critical care setting.

It is expected that combining Fresenius Medical Care's industry leadership with NxStage's products has the potential to advance the standard of care for patients and accelerate growth in home dialysis modalities.

Criterion 1130.520(b)(2) The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change of ownership

The applicants have not yet quantified any potential cost savings.

Criterion 1130.520(b)(2) A description of the facility's quality improvement program mechanism that will be utilized to assure quality control

The facility will adopt Fresenius Kidney Care quality control mechanisms. Our Quality Assessment and Performance Improvement (QAI) Program encompasses all aspects of patient care, including in-center, home hemodialysis, home peritoneal dialysis and self-care, as well as support services to provide that care. As a leader in the renal care technology, innovation and clinical research, Fresenius Kidney Care's quality outcomes are above standard, and it is expected the quality of Fresenius Kidney Care Oak Brook will be similar.

Criterion 1130.520(b)(2) A description of the selection process that the acquiring entity will use to select the facility's governing body

The Governing Body will consist of the Director of Operations, the Medical Director, the Clinical Manager, and the Regional Vice President.

Criterion 1130.520(b)(2) A statement that the applicant has prepared a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 and that the response is available for public review on the premises of the health care facility

The applicant has prepared or will prepare a written response, which will be available for public review at the facility.

Criterion 1130.520(b)(2) A description of summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition

No changes are currently anticipated.

Fresenius Medical Care North America - Community Care/Charity Care

Fresenius Medical Care North America is a for-profit publicly traded company and is not required to provide charity care, nor does it do so according to the CON Board's definition. However, Fresenius Kidney Care provides care to patients who do not qualify for any type of coverage for dialysis services. The following will document all the programs available to FMCNA patients to assist with any financial need for the provision of dialysis care.

Fresenius Medical Care North America (FMCNA) assists all our patients in securing and maintaining insurance coverage when possible.

Indigent Waiver Program

FMCNA has established an indigent waiver program to assist patients who are unable to obtain insurance coverage or who lack the financial resources to pay for medical services. This program is not advertised to patients, but is discussed with patients who have indicated a financial hardship and a need for Indigent Waiver consideration and have not qualified for any other available programs. In order to qualify for an indigent waiver, a patient must satisfy eligibility criteria for both annual income and net worth.

Annual Income: A patient (including immediate family members who reside with, or are legally responsible for, the patient) may not have an annual income in excess of four (4) times the Federal Poverty Standard in effect at the time. Patients whose annual income is greater than two (4) times the Federal Poverty Standard may qualify for a partial indigent waiver based upon a sliding scale schedule approved by the Office of Business Practices and Corporate Compliance.

Net Worth: A patient (including immediate family members who reside with, or are legally responsible for, the patient) may not have a net worth in excess of an amount of thirteen (13) times the Federal Poverty Standard (or such other amount as may be established by the Office of Business Practices and Corporate Compliance based on changes in the Consumer Price Index

The Company recognizes the financial burdens associated with ESRD and wishes to ensure that patients are not denied access to medically necessary care for financial reasons. At the same time, the Company also recognizes the limitations imposed by federal law on offering "free" or "discounted" medical items or services to Medicare and other government supported patients for the purpose of inducing such patients to receive ESRD-related items and services from FMCNA. An indigent waiver excuses a patient's obligation to pay for items and services furnished by FMCNA (or excuses a portion of the charges if patient qualifies for sliding scale discount when annual income is between 5 and 13 times the Federal Poverty Guideline). Patients may have dual coverage of AKF assistance (or other insurance coverage) and an Indigent Waiver if their financial status qualifies them for multiple programs.

IL Medicaid and Undocumented patients

FMCNA has a bi-lingual Regional Insurance Coordinator who works directly with Illinois Medicaid to assist patients with Medicaid applications. An immigrant who is unable to produce proper documentation will not be eligible for Medicaid unless there is a medical emergency. ESRD is considered a medical emergency.

The Regional Insurance Coordinator will petition Medicaid if patients are denied and assist undocumented patients through the application process to get them Illinois Medicaid coverage. This role is actively involved with the Medicaid offices and attends appeals to help patients secure and maintain their Medicaid coverage for all their healthcare needs, including transportation to their appointments. Patients who are not found to qualify may apply for the Indigent Waiver Program.

FMCNA Collection policy

FMCNA's collection policy is designed to comply with federal law while not penalizing patients who are unable to pay for services.

FMCNA does not use a collection agency for patient collections unless the patient receives direct insurance payment and does not forward the payment to FMCNA.

Patient Accounts are reviewed periodically for consideration of patient liability and to determine if the account meets criteria to be written off as bad debt (uncollected revenue).

Medicare and Medicaid Eligibility

Medicare: Patients are eligible for Medicare when they meet the following criteria: age 65 or older, under age 65 with certain disabilities, and people of all ages with End-Stage Renal Disease (permanent kidney failure requiring dialysis or a kidney transplant) provided they have met the government work credit requirements.

There are three insurance programs offered by Medicare, Part A for hospital coverage, Part B for medical coverage and Part D for pharmacy coverage. Most people don't have to pay a monthly premium, for Part A. This is because they or a spouse paid Medicare taxes while working. If a beneficiary doesn't get premium-free Part A, they may be able to buy it if they (or their spouse) aren't entitled to Social Security, because they didn't work or didn't pay enough Medicare taxes while working, are age 65 or older, or are disabled but no longer get free Part A because they returned to work. Part B and Part D both have monthly premiums.

Medicare does allow members to enroll in Health Plans for supplemental coverage. Supplemental coverage (secondary) is any policy that pays balances after the primary pays reducing any out of pocket expenses incurred by the member.

Medicare will pay 80% of what is allowed by a set fee schedule. The patient would be responsible for the remaining 20% not paid by Medicare. The supplemental (secondary) policy covers the cost of co-pays, deductibles and the remaining 20% of charges.

Medicaid: Low-income Illinois residents who can't afford health insurance may be eligible for Medicaid. In addition to meeting federal guidelines, individuals must also meet the state criteria to qualify for Medicaid coverage in Illinois.

Self-Pay

A self-pay patient would not have any type of insurance coverage (un-insured). They may be un-insured because they do not meet the eligibility requirements for Medicare or Medicaid and can not afford a commercial insurance policy.

In addition, a patient balance becomes self-pay after their primary insurance pays, but the patient does not have a supplemental insurance policy to cover the remaining balance. The AKF assistance referenced earlier may or may not be available to these patients, dependent on whether they meet AKF eligibility requirements.

Patients who are self-pay are eligible to apply for the Indigent Waiver Program or any other insurance assistance. Self-pay patient accounts are reviewed on a periodic basis for consideration of patient liability and to determine if the account meets the criteria to be written off to bad debt (uncollected revenue).

CHARITY CARE			
	2015	2016	2017
Net Patient Revenue	\$438,247,352	\$449,611,441	\$460,678,799
Amount of Charity Care (charges)	\$3,204,986	\$3,269,127	\$4,552,654
Cost of Charity Care	\$3,204,986	\$3,269,127	\$4,552,654

*As a for-profit corporation Fresenius does not provide charity care per the Board's definition. Numbers reported are self-pay. Self-pay balances are written off to bad debt. Medicare may reimburse a portion of bad debt as part of cost reporting.



**FRESENIUS
KIDNEY CARE**

Fresenius Kidney Care

3500 Lacey Road, Downers Grove, IL 60515
T 630-960-6807 F 630-960-6812
Email: lori.wright@fmc-na.com

October 15, 2018

Ms. Courtney Avery
Administrator
Illinois Health Facilities and Services Review Board
525 W. Jefferson Street, 2nd Floor
Springfield, IL 62761

Re: Fresenius Kidney Care Oak Brook (NxStage Oak Brook)

Dear Ms. Avery,

I am submitting the attached certificate of exemption for consideration by the Illinois Health Facilities and Services Review Board. A filing fee of \$2500.00 payable to the Illinois Department of Public Health will be submitted via overnight delivery to arrive October 16, 2018.

I believe this application conforms with the applicable standards and criteria of Part 1110 and 1120 of the Board's regulations. Please advise me if you require anything further to deem the enclosed application complete.

Sincerely,

Lori Wright
Senior CON Specialist